
BYLAWS

OF

**GLOBAL RESOURCE FOR ADVANCING
CANCER EDUCATION**

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TABLE OF CONTENTS

Page(s)

TABLE OF CONTENTS	2
BYLAWS OF GLOBAL RESOURCE FOR ADVANCING CANCER EDUCATION	4
ARTICLE 1 MEMBERSHIP	4
ARTICLE 2 BOARD OF DIRECTORS	4
Section 2.1 Powers	4
Section 2.2 Number and Term	4
Section 2.3 Committees	4
Section 2.4 Election	5
Section 2.5 Removal	5
Section 2.6 Vacancies	5
ARTICLE 3 MEETING OF BOARD OF DIRECTORS	6
Section 3.1 Annual Meetings	6
Section 3.2 Special Meetings	6
Section 3.3 Notice of Meetings	6
Section 3.3.1 Consent to Notice By Email	6
Section 3.3.2 Delivery of Notice By Email	7
Section 3.3.3 Delivery of Notice By Posting to Electronic Network	7
Section 3.3.4 Delivery of Notice By Other Means	7
Section 3.3.5 Effect of Attendance at Meeting	7
Section 3.3.6 Requirements of the Board of Directors	7
Section 3.3.7 Registered Agent	8
Section 3.4 Quorum	8
Section 3.5 Meetings Held by Telephone or Similar Communications Equipment	8
ARTICLE 4 ACTIONS BY WRITTEN CONSENT	8
ARTICLE 5 WAIVER OF NOTICE	9
ARTICLE 6 OFFICERS	9
Section 6.1 Officers Enumerated	9
Section 6.2 The President	9
Section 6.3 The Vice President	10
Section 6.4 The Treasurer	10
Section 6.5 Secretary	10
Section 6.6 Vacancies	10

Section 6.6 Salaries	10
Section 6.7 Principal And Other Offices	11
Section 6.8 Resignation	11
Section 6.9 Conflict of Interest	11
Section 6.10 Corporate Policies and Regulations.	11
ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS	11
Section 7.1 Fiscal Year	11
Section 7.2 Loans Prohibited	12
Section 7.3 Corporate Seal	12
Section 7.4 Books and Records	12
Section 7.5 Amendment of Bylaws	12
Section 7.6 Rules of Procedure	12
Section 7.7 Adjournment	13
Section 7.8 Delegation of Voting Power	13
Section 7.9 Emergency Bylaws	13
ARTICLE 8 INDEMNIFICATION OF OFFICERS AND DIRECTORS	14
Section 8.1 Indemnification	14
ARTICLE 9 INVALID PROVISIONS	14
CERTIFICATION	14

BYLAWS OF GLOBAL RESOURCE FOR ADVANCING CANCER EDUCATION

ARTICLE 1 MEMBERSHIP

The corporation shall have no members.

ARTICLE 2 BOARD OF DIRECTORS

Section 2.1 Powers

The affairs of the corporation shall be managed by the board of directors, and subject to any limitations set forth by law, the Articles of Incorporation, or these Bylaws. The powers and duties of the officers of the corporation shall be as provided from time to time by resolution of the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers, or directors.

Section 2.2 Number and Term

The number of directors of the corporation shall be not less than three (3) and not more than thirteen (13), with the specific number to be set by the board of directors from time to time by resolution. The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Upon the first annual election of directors, the directors shall serve a term of three (3) years. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of director after those elected at the first annual meeting shall be three (3) years.

Section 2.3 Committees

The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger, adopt a loan or other indebtedness for or on behalf of the corporation, sell or dispose of any corporation assets unless authorized for such committee by a majority vote of the board of directors, or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or

revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him, or her by law.

Section 2.4 Election

After the first annual meeting, the member, or members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 2.5 Removal

Any director may be removed, at any time with or without cause, by a majority vote of the board of directors whenever in its judgment the best interests of the corporation will be served thereby. To initiate removal of any officer, a regular, special, or annual meeting must be called, and only if the number of votes cast in favor of removal exceeds the number of votes cast against removal by a vote of the holders of the officers that are then entitled to vote at an election and/or removal of the officer(s), at any meeting of officers called expressly for that purpose. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal and/or election of the director(s). Failure of any officer to attend in any calendar year the minimum amount of meeting(s) set forth in these Bylaws, or any modification thereof authorized by a majority of the board of directors, or the Articles of Incorporation, or any resolution of the board of directors shall be deemed a breach of that officer's duties and obligations and the board of director may vote to remove such officer, except where an officer has served upon the board of director(s), or any representative of such officer sufficient written notice of any physician, or medical provider excused absence.

Section 2.6 Vacancies

The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Officers need not be residents of the State of Washington.

ARTICLE 3 MEETING OF BOARD OF DIRECTORS

Section 3.1 Annual Meetings

The annual meeting of the board of directors for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year, at the meeting falling on a date within the fourth quarter of the calendar year, or on such other date as may be fixed from time to time by the board of directors. The board of directors may permit any or all directors to participate in any regular, annual, or special meeting by, or conduct the meeting solely through the use of, any means of communication by which all officers participating may simultaneously hear each other during the meeting. An officer participating in a meeting by this means is considered to be present in person at the meeting. No additional proceedings or requirements for remote meetings that are set forth RCW 24.03A.580 or otherwise under Washington laws and/or regulations shall apply.

Section 3.2 Special Meetings

Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary, or any two (2) directors.

Section 3.3 Notice of Meetings

Notice of the time and place of any special meeting of the board of directors shall be given by the director or directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice, or any waiver of notice of such meeting.

Section 3.3.1 Consent to Notice By Email

If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the directors of the corporation or other person responsible for

giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 3.3.2 Delivery of Notice By Email

Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 3.3.3 Delivery of Notice By Posting to Electronic Network

The corporation may provide notice of the time and place of any special meeting of the board of directors by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 3.3.4 Delivery of Notice By Other Means

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 3.3.5 Effect of Attendance at Meeting

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.3.6 Requirements of the Board of Directors

The board of directors must be dedicated to the vision, mission, ideals, and principles for which GRACE stands. Directors must be capable of attending a minimum of 60% of meetings of the Board, and any committees to which assigned ("Capable of attending" means being able and willing to either be available by phone, email or in person for any meetings, and able to afford the time away from their profession to attend these meetings and for related work.). The board of directors must be able to commit the time required to discharge Board and committee duties, and be responsible for discharging their duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances in a manner the Director reasonably believes to be in the best interests of the organization.

Section 3.3.7 Registered Agent

The name and address of the corporation's registered agent shall be as set forth in the corporation's articles of incorporation (the "Articles of Incorporation"). The board of directors may change the registered agent at any time by making the appropriate filing with the Secretary of State.

Section 3.4 Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action. The affirmative act of the majority of the officers present at a meeting at which a quorum is present at the time of the act shall be the act of the board of directors, unless the act of a greater number is required by the Washington Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 3.5 Meetings Held by Telephone or Similar Communications Equipment

Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 4 ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, including but not limited to 24.03A RCW (Washington Nonprofit Corporation Act), to be taken at a meeting of the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the corporate action being approved, and the corporate action to be authorized shall be executed (as defined herein) by majority vote of all of the directors or

officers entitled to vote with respect to the subject matter thereof with not less than the not less than the minimum number of votes that would be necessary to approve such action at a meeting at which all officers entitled to vote on the action were present and voted. A written consent delivered to the corporation in the form of an electronic transmission is deemed to have been executed by an officer if it (i) indicates the officer's present intent to approve the corporate action and (ii) contains or is accompanied by information from which the corporation can determine that the electronic transmission was transmitted by the officer, and the date of the officer's transmission or accompanied by notarized or other authenticated signature or initial. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 5 WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The participation or attendance at a meeting of a director entitled to notice constitutes waiver of notice, except where the officer attends for the specific purpose of objecting to holding the meeting, or transacting business at the meeting, and the officer does not vote for or assent to action taken at the meeting.

ARTICLE 6 OFFICERS

Section 6.1 Officers Enumerated

The officers of the corporation shall be a president, one or more vice presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors, each of whom shall be elected by the board of directors, and shall serve until their successors are duly elected and qualified. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 6.2 The President

The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the board of directors and committees exercising any authority of the board. Subject to the direction of the board of directors, the President shall have active, general supervision and executive management over the affairs of the corporation. The president or a designee of the president shall ensure that records of the minutes of the board meetings be made available for approval to all of the directors and maintained longitudinally as a record of board activities.

Section 6.3 The Vice President

In the absence or disability of the president, the vice president shall act as president. Each Vice President, in order of their rank as designated by the board of directors, shall perform the duties, and exercise the powers of the President in the absence or disability of the President, and shall perform any other duties, as the board of directors or President shall assign.

Section 6.4 The Treasurer

The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

Section 6.5 Secretary

The secretary shall attend all meetings of the board of directors, shall record all votes and the minutes of all proceedings, and shall perform like duties for the standing committees when required. The secretary shall give or cause to be given notice of all meetings of the board of directors and shareholders and shall perform all other duties as the board of directors, or President shall assign. The secretary shall be the custodian of the records of the corporation.

In the absence of the secretary, the minutes of all meetings of the board of directors and shareholders shall be recorded by the person designated by the president or the board of directors.

Section 6.6 Vacancies

Vacancies in any office arising from any cause and newly created directorships may be filled by the board of directors at any annual, regular, or special meeting. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.

Section 6.6 Salaries

The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors. Unless otherwise set forth in writing by the board of directors, officers shall not receive any stated salary for their services, but the board of directors may provide, by resolution, a fixed sum and expenses of attendance, if any for attendance at any meeting of the board of directors or

a committee thereof. An officer shall not be precluded from serving the corporation in any other capacity and receiving compensation for services in that capacity.

Section 6.7 Principal And Other Offices

The principal office of the corporation shall be located within or without the State of Washington. The corporation may also have other offices at any places, within or without the State of Washington, as the board of directors may designate, as the business of the corporation may require or as may be desirable.

Section 6.8 Resignation

An officer may resign at any time by giving notice in the form of an executed resignation to the board of directors, its chairperson, or to the president or secretary of the corporation. A resignation is effective when the notice is delivered to the corporation unless the notice specifies a future date. Acceptance of the resignation shall not be required to make the resignation effective. The pending vacancy may be filled before the effective date in accordance with Section 6.5 of these Bylaws, but the successor shall not take office until the effective date.

Section 6.9 Conflict of Interest

Each officer shall promptly disclose to the Board any conflict of interest involving the officer upon the officer becoming aware of such conflict. Absent a majority of the board of director's consent, each officer must not engage in any work, paid or unpaid, that creates an actual conflict of interest with the corporation. A conflict shall be deemed to include, but is not limited to, directly or indirectly competing with the corporation, usurping a corporation opportunity, or acting as an officer, director, or top executive of any organization that the corporation works with. If any officer(s) are employees of any of our grantors, vendors, customers, or other partners that they shall recuse themselves from any discussion regarding any applicable grants or other corporate opportunity with their employer and/or the corporation's relations with such employer.

Section 6.10 Corporate Policies and Regulations.

The corporation, including each department, office, and division of the corporation, and the officers, directors, employees, volunteers, agents, and representatives thereof shall comply fully with all applicable provisions of corporate policies and regulations, and laws and regulations.

ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 7.1 Fiscal Year

The last day of the corporation's fiscal year shall be December 31.

Section 7.2 Loans Prohibited

The corporation shall make no loans to any officer or to any director.

Section 7.3 Corporate Seal

The board of directors may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

Section 7.4 Books and Records

The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents (in any electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. All books and corporate records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time agreed upon by the corporation, or any reasonable period that is within the corporation's normal operating hours.

Section 7.5 Amendment of Bylaws

These Bylaws may be made, altered, amended, or repealed subject to the applicable provisions of the Washington Nonprofit Act, the Articles of Incorporation, or by any board resolution by the affirmative vote of a majority of the board of directors at any annual, regular, or special meeting of the board.

Section 7.6 Rules of Procedure

The rules of procedure at meetings of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable or any other version adopted by the board of directors, and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors. The board of directors of the corporation may adopt by resolution rules and regulations for the conduct of meetings of the shareholders, as it deems appropriate. At every meeting of the board of directors, the presiding officer(s), or in their absence or inability to act, a director or officer designated by the board of directors, shall act as the presiding officer of the meeting. The secretary or, in their absence or inability to act, the person whom the chair of the meeting shall

appoint secretary of the meeting, shall act as secretary of the meeting, and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the board of directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes, or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 7.7 Adjournment

Any meeting of the officers, annual, regular, or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken.

If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each officer.

If after the adjournment a new record date (as defined in RCW 24.03A.010 (64)) is fixed for officer(s) entitled to vote at the adjourned meeting, the board of directors shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each shareholder of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

At the adjourned meeting at which there is a quorum, the corporation may transact any business which might have been transacted at the original meeting.

Section 7.8 Delegation of Voting Power

An officer may vote either in person or can appoint another officer to vote or otherwise act on the officer's behalf by executing an appointment form or by electronic transmission, which may be executed or provided by the officer or the officer's attorney-in-fact. An appointment of delegation is effective when received by the secretary or other officer or agent authorized by the corporation to tabulate votes.

No delegation of voting power shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the appointment form. A delegation shall be revocable unless the delegation form conspicuously states that the proxy is irrevocable for a one (1) week or shorter period.

Section 7.9 Emergency Bylaws

For the purposes of this Section, an emergency arises when a quorum of the board of directors cannot readily be obtained because of some catastrophic event. The board of directors may adopt emergency bylaws, subject to repeal, or change by action of the shareholders, which shall be

operative during any emergency in the conduct of the business of the corporation. Emergency bylaws may contain any provisions necessary for managing the corporation during the emergency, including (a) procedures for calling a meeting of the board of directors, (b) quorum requirements for the meeting, and (c) designation of additional or substitute directors. To the extent not inconsistent with the emergency bylaws so adopted, the Bylaws of the corporation shall remain in effect during any such emergency and after the emergency ends, the emergency bylaws shall not be effective. Corporate action taken in good faith in accordance with the emergency bylaws shall bind the corporation and may not be used to impose liability on any director, officer, employee, or agent.

ARTICLE 8 INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 8.1. Indemnification

The corporation may indemnify each person who may serve or who has served at any time as a director, officer, employee or agent of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer, employee or agent, or in a similar capacity with, another organization or any employee benefit plan, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity.

No provisions within this Section 8.1 are intended to be exclusive of any other rights which such director, officer, or other person may be entitled to under any agreement with the corporation or any action taken by the directors or officers of the corporation, or any of their designees, and shall be read or interpreted to require any indemnification by the corporation under these Bylaws.

ARTICLE 9 INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

CERTIFICATION

Nancy Sladicka, being President of Global Resource for Advancing Cancer Education, hereby certifies that the foregoing Bylaws were duly accepted by a consensus of board members on February 8, 2024, following amendments to the original bylaws approved in 2007 and 2012.



Nancy Sladicka, President